

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(AMENDMENT NO. 41)*

Under the Securities Exchange Act of 1934

DESIGNS, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

25057L102
(CUSIP Number)

Seymour Holtzman
c/o Jewelcor Companies
100 N. Wilkes-Barre Blvd.
Wilkes-Barre, Pennsylvania 18702
(570) 822-6277
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 14, 2002
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) or (4), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Seymour Holtzman
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

NA
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	7	SOLE VOTING POWER 27,765
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 27,765
	10	SHARED DISPOSITIVE POWER -0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

27,765 SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .18%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Evelyn Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	7	SOLE VOTING POWER - 0 -
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jewelcor Management, Inc.
Federal Identification No. 23-2331228
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

NA
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Nevada
- | | | |
|---|----|-------------------------------------|
| | 7 | SOLE VOTING POWER
3,152,223 |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 8 | SHARED VOTING POWER
- 0 - |
| | 9 | SOLE DISPOSITIVE POWER
3,152,223 |
| | 10 | SHARED DISPOSITIVE POWER
- 0 - |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,152,223
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 21.6%
- 14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.H. Holdings, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Delaware

7 SOLE VOTING POWER

- 0 -

NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH - 0 -

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jewelcor Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Pennsylvania

7 SOLE VOTING POWER

- 0 -

NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH - 0 -

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 - SEE ITEM 5

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 [X]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
- 14 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
 SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Custodial Account f/b/o Chelsea Holtzman
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
 NA
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S.
- | | | |
|--------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| | | 15,000 |
| NUMBER OF | 8 | SHARED VOTING POWER |
| SHARES | | - 0 - |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER |
| OWNED BY | | 15,000 |
| EACH | 10 | SHARED DISPOSITIVE POWER |
| REPORTING | | - 0 - |
| PERSON WITH | | |

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 15,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
 [X]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .1%
- 14 TYPE OF REPORTING PERSON*
 OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
 SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Custodial Account f/b/o Percy Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER
3,000

NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH 3,000

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .02%

14 TYPE OF REPORTING PERSON*

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Custodial Account f/b/o Rivers Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER
1,000

NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 1,000
REPORTING
PERSON WITH 10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .01%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Custodial Account f/b/o Temple Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

7 SOLE VOTING POWER
1,000
NUMBER OF 8 SHARED VOTING POWER
SHARES - 0 -

BENEFICIALLY OWNED BY 9 SOLE DISPOSITIVE POWER
EACH 1,000

REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .01%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
 SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Custodial Account f/b/o Olivia Garcia
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
 NA
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S.
- | | | | |
|--------------|----|--------------------------|--|
| | 7 | SOLE VOTING POWER | |
| | | 9,000 | |
| NUMBER OF | 8 | SHARED VOTING POWER | |
| SHARES | | - 0 - | |
| BENEFICIALLY | 9 | SOLE DISPOSITIVE POWER | |
| OWNED BY | | 9,000 | |
| EACH | 10 | SHARED DISPOSITIVE POWER | |
| REPORTING | | - 0 - | |
| PERSON WITH | | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9,000
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .06%
- 14 TYPE OF REPORTING PERSON*
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*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 25057L102

- 1 NAME OF REPORTING PERSON
 SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Custodial Account f/b/o Sterling Garcia
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 (b)x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*
 NA
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2(d) or 2 (E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	7	SOLE VOTING POWER 1,000
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,000
	10	SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) .01%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This amendment to the previously filed Statement on Schedule 13D ("Schedule 13D") relates to the common stock (the "Common Stock") of Designs, Inc. (the "Company"). The principal executive offices of the Company are located at 66 B Street, Needham, Massachusetts 02494.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplementally amended as follows:

On January 8, 2002 Seymour Holtzman received 828 shares at a fair market value of \$2.7159 for the pay period of November 18, 2001 to December 31, 2001. On March 26, 2002, Mr. Holtzman received 374 shares at a fair market value of \$4.01 for the pay period of January 1, 2002 to January 31, 2002.

On May 1, 2002, the Company granted to Seymour Holtzman a stock option to acquire 200,000 shares of common stock at a price of \$4.58 per share (equal to the reported closing price of such stock on NASDAQ on May 1, 2002), conditioned on the completion of the Company's then-pending effort to acquire substantially all of the assets of Causal Male Corp. and related entities.

Item 4. Purpose of Transaction

Item 4 is hereby supplementally amended as follows:

On April 18, 2002, the Company's Board of Directors unanimously extended the expiration date of an option to acquire 400,000 shares of Common Stock issued to JMI on October 28, 1999 in connection with JMI'S consulting agreement with the Company. The option now expires on April 28, 2004. The consulting agreement was filed as an exhibit to Amendment No. 23 to Schedule 13D filed with the Securities and Exchange Commission on March 31, 2000.

On May 15, 2002, the Company completed its acquisition of substantially all of the assets of Casual Male Corp. and related entities. JMI invested an aggregate of \$5,750,000 in a private placement of the Company's senior subordinated notes, on the same terms negotiated by the Company with unrelated third party investors, as a result of which JMI acquired: (i) a 12% Senior Subordinated Note due 2007 in the principal amount of \$4,500,000 with interest payable quarterly and a warrant to acquire 315,000 shares of Common Stock at an exercise price of \$0.01 per share and (ii) a 12% Senior Subordinated Note due 2007 in the principal amount of \$1,250,000 with interest payable quarterly, a warrant to acquire 87,500 shares of Common Stock at an exercise price of \$0.01 per share, and a

warrant to acquire 147,059 shares of Common Stock at an exercise price of \$8.50 per share. The exercisability of such warrants is subject to approval by the stockholders of the Company. Forms of the Company's 12% Senior Subordinated notes and warrants were filed as exhibits to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2002.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby supplementally amended as follows:

As of May 24, 2002, JMI beneficially owns an aggregate of 3,152,223 shares of Common Stock. Based upon the Company's Form 10-K filed on May 1, 2002 which indicates that there are 14,567,886 shares of Common Stock outstanding, JMI beneficially owns approximately 21.6% of said outstanding shares.

As of May 24, 2002, the Reporting Persons own an aggregate of 3,209,988 shares of Common Stock which, based on 14,567,886 shares of Common Stock outstanding, represents approximately 22.0% of said outstanding shares.

The responses of the Reporting Person to Items (7) through (11) of the cover pages to this Schedule 13D relating to the beneficial ownership of shares of Common Stock of the Company are incorporated herein by reference.

Information with respect to each of the Reporting Persons is given solely by such Reporting Person and no Reporting Person shall have responsibility for the accuracy or completeness of information supplied by another Reporting Person.

The Reporting Persons are filing this Schedule 13D because such Reporting Persons may be deemed to be members of a group for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Each Reporting Person disclaims beneficial ownership of any Common Stock beneficially owned by any other Reporting Person, except that Mr. Holtzman acknowledges beneficial ownership of the Common Stock owned by JMI.

Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.

No Amendment

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby supplementally amended as follows:

No Amendment

SIGNATURES

After reasonable inquiry and to the best of their knowledge, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: May 24, 2002

/s/ Seymour Holtzman
Seymour Holtzman

/s/ Evelyn Holtzman
Evelyn Holtzman

JEWELCOR MANAGEMENT, INC.

By: /s/ Seymour Holtzman
Name: Seymour Holtzman
Title: President

JEWELCOR INC.

By: /s/ Seymour Holtzman
Name: Seymour Holtzman
Title: President

S.H. HOLDINGS, INC.

By: /s/ Seymour Holtzman
Name: Seymour Holtzman
Title: President

Custodial Account F/B/O Chelsea Holtzman
/s/ Evelyn Holtzman
Evelyn Holtzman, Custodian

Custodial Account F/B/O Percy Holtzman
/s/ Seymour Holtzman
Seymour Holtzman, Custodian

Custodial Account F/B/O Rivers Holtzman
/s/ Seymour Holtzman
Seymour Holtzman, Custodian

Custodial Account F/B/O Temple Holtzman
/s/ Seymour Holtzman
Seymour Holtzman, Custodian

Custodial Account F/B/O Olivia Garcia
/s/ Seymour Holtzman
Seymour Holtzman, Custodian

Custodial Account F/B/O Sterling Garcia
/s/ Seymour Holtzman
Seymour Holtzman, Custodian